

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
APPLESEED'S INTERMEDIATE HOLDINGS)	
LLC, <i>et al.</i> ,)	Case No. 11-10160 (KG)
)	
Debtors.)	Jointly Administered
)	
Robert N. Michaelson, as Trustee of the Appleseed's Litigation Trust,)	
)	
Plaintiff,)	Civ. No. 11-807 (JEI/KMW)
v.)	
)	
Jeffrey D. Farmer, <i>et al.</i> ,)	
)	
Defendants.)	
)	
Golden Gate Private Equity, Inc., <i>et al.</i> ,)	
)	
Counterclaim Plaintiffs,)	Civ. No. 11-807 (JEI/KMW)
v.)	
)	
Robert N. Michaelson, as Trustee of the Appleseed's Litigation Trust,)	
)	
Defendants.)	
)	
Jeffrey D. Farmer, Bradford J. Farmer, Brent A. Bostwick and Vito Kowalchuk,)	
)	
Cross Claim Plaintiffs,)	Civ. No. 11-807 (JEI/KMW)
v.)	
)	
Golden Gate Private Equity, Inc., <i>et al.</i> ,)	
)	
Cross Claim Defendants.)	
)	

Jeffrey D. Farmer, Bradford J. Farmer, Brent A.
Bostwick and Vito Kowalchuk,

Third Party Plaintiffs,

v.

T. Neale Attenborough, Brenda Koskinen, Claire
Spofford, John Civali, Dave Walde, American
Capital Strategies, Ltd. and Doe Defendants 1-15,

Third Party Defendants.

Civ. No. 11-807 (JEI/KMW)

STIPULATION OF DISMISSAL OF ACTION WITH PREJUDICE

IT IS HEREBY STIPULATED AND AGREED by and among Robert N. Michaelson, as Trustee of the Appleseed's Litigation Trust (the "Trustee" or "Plaintiff"); the Golden Gate Defendants¹; the Webster Defendants²; The FBK Defendants³; Karinn Kelly; T. Neale Attenborough; Brenda Koskinen; Claire Spofford; John Civali; David Walde; and American Capital, Ltd. (f/k/a American Capital Strategies, Ltd.), through their respective attorneys of

¹ The "Golden Gate Defendants" are the following individuals and entities: Golden Gate Private Equity, Inc. ("Golden Gate"); Golden Gate Capital Management II, LLC; GGC Administration, LLC; Orchard Brands Corporation f/k/a Appleseed's Topco, Inc. n/k/a OBC Intermediate LLC ("Orchard Brands"); Orchard Brands Topco LLC n/k/a OBC Topco LLC ("Orchard Topco"); Catalog Holdings, LLC; Catalog Holdings, LLC – Series B (Draper's); Catalog Holdings, LLC – Series C (Appleseed's); Catalog Holdings, LLC – Series D (NTO); Catalog Holdings, LLC – Series E (Haband); Golden Gate Capital Investment Fund II, LP; Golden Gate Capital Investment Fund II (AI), LP; Golden Gate Capital Associates II-QP, LLC; Golden Gate Capital Associates II-AI, LLC; CCG AV, LLC; CCG AV, LLC – Series C (GGC Co-Invest); CCG AV, LLC – Series I (Bain); CCG AV, LLC – Series K (K&E); CCG AV, LLC – Series K; Stefan Kaluzny; Joshua Olshansky; Jim Brewster; Geralynn Madonna; and Charles Slaughter, in his individual capacity and as Trustee of The Charles Lewis Slaughter Trust dated December 9, 2003.

² The "Webster Defendants" are the following entities: Webster Capital Founders' Fund, L.P.; Webster II, LLC; and Webster III, LLC.

³ The "FBK Defendants" are the following individuals: Jeffery D. Farmer; Bradford J. Farmer; Brent A. Bostwick; Vito Kowalchuk.

record, representing all parties to this action, that this entire action, including all claims, counterclaims, cross-claims, and third party claims, will be dismissed with prejudice pursuant to Federal Rule of Civil Procedure 41(a)(1)(A)(ii) and Federal Rule of Bankruptcy Procedure 7041. Unless otherwise agreed, each party shall bear its own costs, attorneys' fees, and expenses in this matter.

This stipulation may be executed in one or more separate counterparts, each of which, when so executed, shall be deemed to be an original. Digital and/or physical copies of said counterparts shall be effective as originals for all purposes.

Dated: December 21, 2012

[Counsels' signature pages follow]

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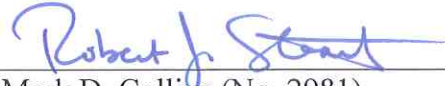
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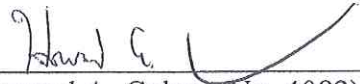
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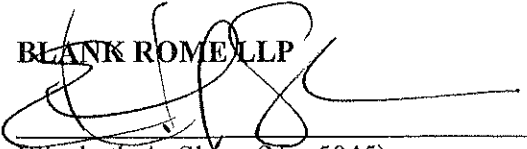
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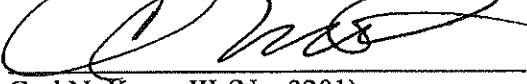
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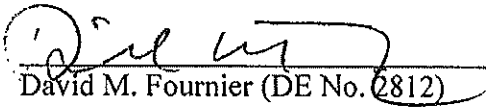
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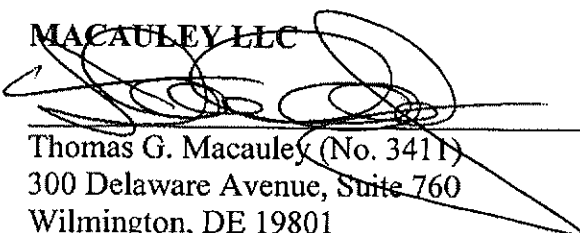
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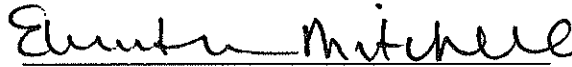
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